**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 12-md-02311 Hon. Marianne O. Battani
IN RE ALTERNATORS IN RE STARTERS IN RE IGNITION COILS IN RE FUEL INJECTION SYSTEMS IN RE VALVE TIMING CONTROL DEVICES IN RE WIRE HARNESS SYSTEMS IN RE HID BALLASTS IN RE ELECTRONIC POWERED STEERING ASSEMBLIES	Case No. 2:13-cv-00702-MOB-MKM Case No. 2:13-cv-01102-MOB-MKM Case No. 2:13-cv-01402-MOB-MKM Case No. 2:13-cv-02202-MOB-MKM Case No. 2:13-cv-02502-MOB-MKM Case No. 2:12-cv-00102-MOB-MKM Case No. 2:13-cv-01702-MOB-MKM Case No. 2:13-cv-01902-MOB-MKM
THIS DOCUMENT RELATES TO: ALL AUTOMOBILE DEALER ACTIONS	

AUTOMOBILE DEALER PLAINTIFFS' MOTION FOR PRELIMINARY APPROVAL OF PROPOSED AMENDED SETTLEMENT WITH MITSUBISHI ELECTRIC DEFENDANTS AND PROVISIONAL CERTIFICATION OF SETTLEMENT CLASSES

Pursuant to Federal Rule of Civil Procedure 23(c) and (e), Automobile Dealer Plaintiffs hereby move the Court for an Order to:

(1) Vacate and replace the Court's Order Granting Automobile Dealer Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Mitsubishi Electric Defendants and Provisional Certification of Settlement Classes (Case No. 2:12-cv-00102, ECF No. 479 (June 1, 2016));

(2) Preliminarily approve the proposed settlement of the above-captioned litigation with Defendants Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and Mitsubishi Electric Automotive America, Inc. (the "Mitsubishi Electric Defendants");

(3) Provisionally approve the proposed Settlement Classes;

(4) Stay the proceedings against the Mitsubishi Electric Defendants in accordance with the terms of the Amended Settlement Agreement;

(5) Authorize Automobile Dealer Plaintiffs to provide notice of the Amended Settlement Agreement to members of the Settlement Classes in a form approved by the Court; and

(6) Appoint Interim Co-Lead Class Counsel for Automobile Dealer Plaintiffs as Settlement Class Counsel for purposes of these settlements.

In support of this Motion, Automobile Dealer Plaintiffs rely upon and incorporate by reference herein the facts and legal arguments set forth in the Memorandum of Law submitted in their prior Motion for Preliminary Approval of Proposed Settlement with Mitsubishi Electric Defendants and Provisional Certification of Settlement Classes (Case No. 2:12-cv-00102, ECF No. 458 (Apr. 15, 2016)).

The parties do not request a hearing for this motion. The Mitsubishi Electric Defendants consent to this motion and to the entry of the proposed order.

Dated: September 8, 2016

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IN THE UNITED STATES DISTRICT COURT
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IN RE: AUTOMOTIVE PARTS ANTITRUST LITIGATION	Master File No. 12-md-02311 Hon. Marianne O. Battani
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THIS DOCUMENT RELATES TO: ALL AUTOMOBILE DEALER ACTIONS	

AUTOMOBILE DEALER PLAINTIFFS' BRIEF IN SUPPORT OF MOTION FOR PRELIMINARY APPROVAL OF PROPOSED AMENDED SETTLEMENT WITH MITSUBISHI ELECTRIC DEFENDANTS AND PROVISIONAL CERTIFICATION OF SETTLEMENT CLASSES

On April 15, 2016, Automobile Dealer Plaintiffs ("ADs") moved the Court for an order preliminarily approving a proposed settlement between ADs and Mitsubishi Electric Corporation, Mitsubishi Electric US Holdings, Inc., and Mitsubishi Electric Automotive America, Inc. (collectively, "Mitsubishi Electric Defendants") and provisional certification of the proposed Settlement Classes in the above-captioned cases.[1] The Court entered an order granting the motion on June 1, 2016.[2]

On July 22, 2016, ADs and Mitsubishi Electric Defendants entered into an Amended Settlement Agreement (Ex. A). The Amended Settlement Agreement is substantively identical to the Settlement Agreement attached as Exhibit 1 to the Motion,[3] which the Court preliminarily approved. The only substantive change between the two agreements is the Amended Settlement Agreement removes references to, and the requirement of, a "trust" and "trustee" at paragraphs 28 and 40(f). Instead the Amended Settlement Agreement replaces them with references to "escrow accounts" and "escrow agent," respectively.

Compare:

> Subject to the provisions hereof, the Mitsubishi Electric Defendants shall pay or cause to be paid the Settlement Amount. The Settlement Amount shall be paid in United States Dollars to a **trust** established under Delaware law (the "Settlement Funds") by Settlement Class Counsel . . .

Settlement Agreement at ¶ 38 (emphasis added).

> Subject to the provisions hereof, the Mitsubishi Electric Defendants shall pay or cause to be paid the Settlement Amount. The Settlement Amount shall be paid in United States Dollars to **one or more escrow accounts** (the "Settlement Funds") by Settlement Class Counsel . . .

Amended Settlement Agreement at ¶ 38 (emphasis added).

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[1] *See, e.g.*, Motion for Preliminary Approval of Proposed Settlement with Mitsubishi Electric Defendants and Provisional Certification of Settlement Classes, Case No. 2:12-cv-00102, ECF No. 458 (Apr. 15, 2016) ("Motion").

[2] *See, e.g.*, Order Granting Automobile Dealer Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Mitsubishi Electric Defendants and Provisional Certification of Settlement Classes, Case No. 2:12-cv-00102, ECF No. 479 (June 1, 2016) ("Order").

[3] *See, e.g.*, Motion, Case No. 2:12-cv-00102, ECF No. 458-2 (Apr. 15, 2016).

Compare also:

> 40(f). . . . The **Trustee** and/or Settlement Class Counsel shall indemnify and hold the Mitsubishi Electric Defendants and the Releasees harmless for Taxes and Tax Expenses (including taxes payable by reason of such indemnification).

Settlement Agreement at ¶ 40(f) (emphasis added).

> 40(f). . . . The **Escrow Agent** and Settlement Class Counsel shall indemnify and hold the Mitsubishi Electric Defendants and the Releasees harmless for Taxes and Tax Expenses (including taxes payable by reason of such indemnification).

Amended Settlement Agreement at ¶ 40(f) (emphasis added).

There are no other substantive differences between the Settlement Agreement and Amended Settlement Agreement. The parties to those Agreements and the Settlement Amount of $20,282,927.00 remain unchanged. The arguments set forth in the Memorandum of Law in Support of Automobile Dealer Plaintiffs' Motion for Preliminary Approval of Proposed Settlement with Mitsubishi Electric Defendants and Provisional Certification of Settlement Classes ("Memorandum of Law")[4] likewise support preliminary approving the proposed amended settlement between ADs and Mitsubishi Electric Defendants. ADs therefore ask the Court to consider that Memorandum of Law in its determination of whether to grant this motion.

Based on the previously submitted Memorandum of Law, and for the foregoing reasons, ADs respectfully request that the Court grant this motion for preliminary approval of the proposed amended settlement and that the Court enter the accompanying Proposed Order:

1. Vacating the June 1, 2016 Order;

[4] *See, e.g.*, Motion, Case NO. 2:12-cv-00102, ECF No. 458 (Apr. 15, 2016).

2. Preliminarily approving the Amended Settlement Agreement (Ex. A);

3. Provisionally certifying the proposed Settlement Classes;

4. Staying the proceedings against the Mitsubishi Electric Defendants (as defined in the Amended Settlement Agreement) in accordance with the terms of the Amended Settlement Agreement;

5. Appointing Interim Co-Lead Class Counsel for ADs as Settlement Class Counsel for this settlement.

Dated: September 8, 2016

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CERTIFICATE OF SERVICE

I hereby certify that on September 8, 2016, I electronically filed the foregoing papers with the Clerk of the Court using the ECF system which will send electronic notices of same to all counsel of record.

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